

ADV PART 2A

Button Financial

97 South Brentwood Street

Lakewood, Colorado 80226

303-861-5290

www.ButtonFinancial.net

March 28, 2011

This Brochure provides information about the qualifications and business practices of Button Financial. If you have any questions about the contents of this Brochure, please contact us at 303-861-5290. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Button Financial is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Button Financial also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 25, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Sally Jo Button, Sole Owner at 303-861-5290 or SallyJo@ButtonFinancial.net. Our Brochure is also available on our web site www.ButtonFinancial.net free of charge.

Additional information about Button Financial is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Button Financial who are registered, or are required to be registered, as investment adviser representatives of Button Financial.

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Item 4 – Advisory Business

Button Financial, registered initially in September, 1983, is a comprehensive financial planning and money management firm, with Sally Jo Button as the sole owner.

Advisor provides comprehensive financial planning which includes cash management, risk management, tax planning, investment planning and estate planning.

Non-discretionary Money management is also provided, known as investment supervisory services. Investors delineate goals, strategies and risk management in the creation of an Investment Policy Statement (IPS) which includes an asset allocation model built around an investor's risk tolerance and level of investment sophistication. Clients receive education so they are able to determine their risk tolerance, and eliminate asset classes. Modern Portfolio Theory, the investment management philosophy used at Button Financial, includes the Efficient Market Hypothesis and the Random Walk Theory. Button Financial believes that asset allocation decisions are far more important than security selection and market timing. For the portfolios we manage, Exchange Traded Funds (ETFs), or indexes, are used for the core equity portion, with occasional overweighting in favorable sectors via large company stock.

Assets managed as of 12/31/11 totaled \$10,800,000, all of which are under non-discretionary management. This means that clients must approve trades.

Occasional generic and specific investment advice, primarily concerning their employee retirement accounts, is rendered during hourly consultations.

Item 5 – Fees and Compensation

All fees are subject to negotiation. They may include hourly charges, fixed project fees, retainers, a percentage of assets under management and transaction fees.

An Investment Management/Financial Planning Account(s) (herein referred to as "IMFPA") provides continuous supervision and management of all capital assets including specific investment selection, quarterly or semi-annual investment review and performance reports and comprehensive financial planning. There is no required minimum account size.

For client contracts signed before 2004, fees are pre-paid quarterly based on the following Assets Under Management (AUM) annual fee of 1.0-1.5%. Asset values are calculated at the end of each quarter to calculate the appropriate fee amount for the next quarter.

For client contracts signed beginning 2004, an Annual Retainer is the compensation arrangement for IMFPA. The Annual Retainer is negotiated based originally on a combination of the value of the assets to be managed, the complexity of the client's situation and an estimate of time involved. This compensation arrangement is believed to be more appropriately linked to the nature of the relationship, diverting attention from an "assets under management" model and toward a more comprehensive financial advisor/consultant relationship. The Annual Retainer fee is billed quarterly.

Upon signing of an IMFPA agreement, an account origination fee of \$500.00 and one quarter's fee may be due and are non-refundable. Fees for partial quarters at commencement or termination of the agreement are prorated. Remittance in the full amount of the fee shall either be collected by the custodian of Client's account by debiting Client accounts, or Client may chose to pay said fee directly to Advisor. Fees are due in advance of each quarter. The minimum annual fee for IMFPA is \$4,000.

The specific manner in which retainer fees are charged by Button Financial is established in a client's written agreement with Button Financial. Button Financial will generally bill its fees on a quarterly basis, in advance. Clients may also elect to be billed directly for fees or to authorize Button Financial to directly debit fees from client accounts at SSG. Upon termination of Button Financial services, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Financial planning advice is provided on either an hourly basis @ \$180.00, on a project fee basis, or as part of the IMFPA AUM or Retainer.

In addition, financial planning relationships with a commitment to the task, rather than as elected by the client on an occasional and hourly basis, may be provided via an annual retainer. This option is appropriate for individuals who have brokers or chose to manage their own security selection and trading, as investment advice included is generic only. The minimum annual retainer is \$3,000, billed quarterly according to the following schedule:

First quarter:	50%
Second quarter:	30%
Third quarter:	10%
Fourth quarter:	10%

All financial planning services described are comprehensive and include advice and counsel in the areas of cash and risk management, tax, retirement and estate planning as well as the client's or couple's relationship with money and life planning. Investment planning excludes specific investment discussions or advice.

Investment Brokerage Accounts (herein referred to as "IBA") provide recommendation, selection and monitoring of specific investments for 12 months from the date of the engagement. Compensation is a one-time, pre-paid fee for the amount to be invested. This can be appropriately thought of as a transaction fee. The fee for IBA accounts is 1.5- 3.0% Up to

\$150,000. This IBA is not appropriate for larger amounts nor when the investments must be coordinated with other investment assets.

For specific selection of investments from an isolated universe of options such as an employer sponsored 401(k) and with no other assets to be considered,,the method of compensation may be hourly. No monitoring nor future advice is available until Client presents these accounts for review at the hourly rate. This arrangement is not appropriate when these investments must be coordinated with other investment assets outside the employers' plans.

Button Financial's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Button Financial's fee, and Button Financial shall not receive any portion of these commissions, fees, and costs. A fee schedule from SSG is delivered to clients upon opening accounts. A fee schedule at Schwab retail is available to those clients on-line.

Item 12 further describes the factors that **Button Financial** considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Item 6 – Performance-Based Fees and Side-By-Side Management

Button Financial does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Button Financial provides portfolio management services to individuals, trusts and high net worth individuals.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

Investment planning is designed to provide some combination of safety, income and growth. To be successful, an investor must have two things: Realistic expectations of the financial markets (requiring some degree of education), and to know and invest according to his/her risk tolerance, risk capacity and required risk (an ongoing exercise). We assist investors to delineate goals, assumptions, strategies and risk management in the creation of an Investment Policy Statement (IPS). An asset allocation model is build around the investor's risk tolerance and level of investment sophistication.

Modern Portfolio Theory, the Efficient Market Hypothesis, the Random Walk Theory and Strategic Investment Management using fundamental analysis are the principles that inform our investment process. Asset allocation decisions are far more important than security selection and market timing. This assumes, however, rational investors and markets. To manage the former, principles of Behavioral Finance are discussed.

For the portfolios we design and manage, Exchange Traded Funds (ETFs), or indexes, are used for the core equity portion (and preferred stock) to decrease business and trading risks with occasional overweighting in favorable sectors via large company stock. The asset styles of ETFs used are guided by an asset allocation software program. To manage downside market risk, stop orders are sometimes utilized, especially when there is a need for future liquidity.

Bond funds are avoided to manage interest rate risk. Individual CDs, a variety of bonds, REITS and annuities are used to fulfill fixed income allocations. Clients are educated to understand that holding to maturity decreases interest rate risk. Laddered portfolios manage reinvestment risk. Quality is important, with A ratings being the lowest ever recommended, to manage default risk. Managed mutual funds are generally used for international exposure.

Overall tax management assists in deciding what types of accounts hold what types of investments.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Button Financial or the integrity of Button Financial's management. Neither Button Financial nor Sally Jo Button has ever been subject to any criminal or civil action, administrative proceeding or complaint during the time it has been in business.

Item 10 – Other Financial Industry Activities and Affiliations

The primary occupation of applicant is comprehensive financial planning. Button's time is allocated approximately as follows: 48% investment advice, 47% financial planning and consulting, 5% speaking and education.

Susan O'Grady, CFP(r) is Sally Jo Button's Agent under a Durable Power of Attorney. In the event of Sally Jo Button's incapacity, Susan would assist with the efficient transitioning on IMFPAs. She would be acting as an independent contractor to Button Financial under the IMFPA contracts, and not under her RIA firm, Equipoise Wealth Management, Inc.

Shareholder's Service Group is the Introducing Firm to Pershing, LLC, the trading platform and third party custodian of client funds.

Item 11 – Code of Ethics

The CFP Board's Code of Ethics and Professional Responsibility is adopted by Button Financial. It is an expression of the financial planning profession's recognition of its responsibilities to the public, clients, colleagues and employees. **As a Fiduciary**, Button Financial has a duty of utmost good faith to act solely in the best interest of each client. Our clients entrust us with their funds which in turn places a high standard on our conduct and integrity. Our fiduciary duty compels the Applicant, all those involved in determining or giving investment advice to clients, and all affiliates to act with the utmost integrity in all dealings. This fiduciary duty is the core principle underlying this Code of Ethics and Personal Trading Policy and represents the expected basis of all dealings with clients.

Personal Trading Policy: In general, Applicant will purchase or sell a security for her personal accounts only after trading of that same security has been completed in client accounts. Button Financial does not nor does Sally Jo Button invest in any IPOs or Private Placements.

Proxy Voting: Without exception, Button Financial does not vote proxies on behalf of clients and no proxy materials are to be delivered to Button Financial. Sally Jo Button may answer client questions regarding proxy voting matters in an effort to assist the client in determining their vote. However, the final decision rests with the client.

Insider Trading: Button Financial is not, generally, in a position to receive insider information. If, however, there is an occasion to believe that insider information has been communicated, no trading activity is permitted. In addition, confidentiality rules under the CFP Board's Code of Ethics and Professional Responsibility prevent the dissemination of perceived insider information.

Annual Offer: Button Financial offers to deliver to IMFPA clients a copy of the ADV Part II every December without charge. In the same communication, the privacy policy is restated. Also available are Button Financial's Privacy Policy and the entire Code of Ethics. The ADV and Privacy Policy appear on the web site for Button Financial. www.ButtonFinancial.net

Button Financial's Compliance Manual and Disaster Recovery and Continuity Plan are reviewed by a third-party IT Manager (Currently Top Hat Techs) and Chief Compliance Officer (Sally Jo Button) every September.

Item 12 – Brokerage Practices

Button Financial not act to determine without obtaining specific client consent what broker dealer is to be used or what commission rates are to be paid.

Shareholder's Service Group (SSG) offers a trading platform and software to effect client trades, custodial services for retirement plans. SSG also offers a valuable service to download account activity on a daily basis which enables performance reporting. Commissions are generally competitive. Discounts on software, newsletters, research are available but seldom utilized. Clients benefit from the efficacy of their technology.

Alternatively, clients may open a retail account at any other platform. Because of my familiarity with the platform, Charles Schwab Co is often suggested. These clients will be informed that performance reporting will be limited to internal rate of return.

Referrals to and from other Financial Planners, Insurance Brokers who may receive commissions upon a product sale, Tax professionals, Mortgage Brokers, Attorneys or any other financial service professionals are made with NO compensation. Soft dollar benefits will, at most, include the cost of a planning luncheon to discuss the client referral.

Item 13 – Review of Accounts

A written summary report is given to the client after the initial interview (3-4 hours in length). The frequency and scope of subsequent reports depend on additional agreements made with the client. These reports may be quarterly, semi-annually or annually; they may include a balance sheet, income statement, cash flow statement, asset allocation analysis, the development of an Investment Policy Statement, retirement, college funding or tax projections. Clients who choose to work on an hourly basis are provided with reports which relate to specific requests.

Written IMFPA review reports are provided quarterly or semi-annually according to an agreed upon schedule. These include balances, description of money in and out of the account, time weighted return (dollar weighted for Schwab clients), rates of return on each investment, tax gain and loss for each position, and a written summary of each individual corporations' news. Investment Policy Statement reviews and Financial Planning Reviews along with updated projections are provided every 5-7 years if not more frequently. Button specializes in comprehensive financial planning and initiates communication with IMFPA clients at least quarterly. Additional reviews may be triggered by changes in client goals and life events, tax law, economy, and/or the status of a particular investment held by the client.

Hourly clients initiate all communication, and are encouraged to do this no less than annually. Sally Jo Button performs all review and updating procedures.

Clients have the responsibility to inform Button of material changes in their situation.

Item 14 – Client Referrals and Other Compensation

Referrals to and from other Financial Planners, Insurance Brokers who may receive commissions upon a product sale, Tax professionals, Mortgage Brokers, Attorneys or any other financial service professionals are made with NO compensation. Soft dollar benefits will, at most, include the cost of a planning luncheon to discuss the client referral.

Item 15 – Custody

Clients should receive at least quarterly statements from SSG or Schwab. Button Financial urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. In addition, Button Financial statements may include assets which are not held at these institutions.

Item 16 – Investment Discretion

Button Financial does NOT receive discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold.

Item 17 – Voting *Client* Securities

As a matter of firm policy and practice, Button Financial does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Button Financial does not provide advice to clients regarding the clients' voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Button Financial's financial condition. Button Financial has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

The Sole Owner and Employee, Financial Planner, Chief Compliance Officer, and Investment Manager, etc. of Button Financial is

Sally Jo Button, born 7/18/1950

BA Music, Colorado College, 1971

MEd Counseling/Psychology, Montana State University, 1977

CERTIFIED FINANCIAL PLANNER (R) CERTIFICATION, 1984

MS Retirement Planning, College for Financial Planning, 1995

Owner of Button Financial, 1983-present

Item 1- Cover Page

ADV PART 2B

Sally Jo Button

Button Financial

97 South Brentwood Street

303-861-5290

March 28, 2011

This Brochure Supplement provides information about Sally Jo Button that supplements the Button Financial Brochure (ADV PART 2A). You should have received a copy of that Brochure. Please contact Sally Jo Button if you did not receive Button Financial's Brochure or if you have any questions about the contents of this supplement.

Additional information about Sally Jo Button may be available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Sally Jo Button, CFP®

Born July 18, 1950

B.A., Colorado College 1971

M.Ed., Montana State University, 1977

M.S. College of Financial Planning, 1995

Began financial planning in 1981.

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances; Sally Jo Button received her designation before the CFP Board was in existence. At that time, exams were administered for each part of the financial planning curriculum. Individuals with this prior CFP educational designation were exempt from taking the comprehensive exam.
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

None

Item 5- Additional Compensation

None

Item 6 - Supervision

Sally Jo Button supervises all Button Financial activities and is the firm’s Chief Compliance Officer. 303-861-5290

An Information Technology Director is retained on a contract basis. Top Hat Techs of Aurora, Colorado is responsible for a security audit and compliance summary opinion annually.

While the CFP Board of Directors does not directly supervise Button Financial, CFP® professionals who fail to comply with standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Colorado Division Securities also has the right to deny Button Financial’s ability to act as a Registered Investment Advisor, should such disciplinary action become necessary.

Item 7- Requirements for State-Registered Advisers

Sally Jo Button has never been involved in any arbitration, dishonest, unfair, or unethical practices, been found liable in a civil, self-regulatory organization, or administrative proceeding nor been the subject of a bankruptcy petition.